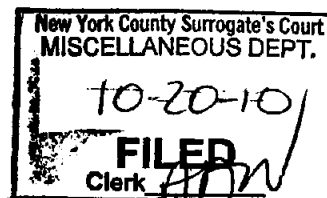


SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of
ORLY GENGER, as a person interested,
for the removal of DALIA GENGER
as Trustee of the Orly Genger 1993 Trust
pursuant to SCPA §711 (11)



AMENDED STIPULATION

File No.: 0017/2008

IT IS HEREBY STIPULATED AND AGREED, by and between Petitioner,
ORLY GENGER, and Respondent, DALIA GENGER, by their respective counsel:

1. On September 8, 2010 a Stipulation was signed by Petitioner's and Respondent's counsel which was filed in this Court on September 23, 2010.
2. This Amended Stipulation will supersede the September 8, 2010 Stipulation.
3. A Stipulation was signed by Petitioner and Respondent and their respective counsel which is annexed as Exhibit A (and not so-ordered by this Court).
4. Petitioner withdraws the Motion to Supplement the Court's July 1, 2010 confirmed August 18, 2010 Order returnable on July 28, 2010 before Surrogate Nora S. Anderson and Respondent withdraws the response.
5. The Parties' counsel further stipulate and agree that Petitioner will move this Court for leave to file a Second Amended Petition in a motion returnable before Surrogate Anderson on October 1, 2010 and Respondent will not object to Petitioner's request to amend.

By: _____

Judith E. Siegel-Baum
Cozen O'Connor
Attorneys for Orly Genger
277 Park Avenue
New York, New York 10172
(212) 883-4900

Dated: _____

By: _____

Robert A. Meister
Pedowitz & Meister LLP
Attorneys for Dalia Genger
1501 Broadway
New York, New York 10036
(212) 403-7330

Dated: _____

SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of
ORLY GINGER, as a person interested,
for the removal of DALIA GINGER
as Trustee of the Orly Genger 1993 Trust
pursuant to SCPA §711 (11)

STIPULATION

File No.: 0017/2008

Stipulation made and entered into on ^{Sept 15} August ___, 2010 between ORLY
GINGER, Petitioner, and DALIA GINGER, Respondent, collectively referred to as (the
"Parties") and their respective Counsel:

WHEREAS, ORLY GINGER commenced the above-captioned proceeding by
filing an Order to Show Cause in New York County Surrogate's Court on June 22, 2009; and

WHEREAS, by Stipulation of the Parties and their respective counsel, Surrogate
Troy K. Webber signed an Order to Show Cause dated July 1, 2009 confirmed on August 18,
2009 with certain restraints contained therein (a copy of which is annexed as Exhibit A); and

WHEREAS, on July 16, 2010, Orly Genger filed ^{A MOTION} ~~an Order to Show Cause~~ to
Supplement Surrogate Webber's prior Order; and

WHEREAS, on July 28, 2010, Dahlia filed ^{a RESPONSE to the Motion.} ~~an Answer and Orly filed a Reply~~
~~Affidavit.~~

IT IS HEREBY STIPULATED AND AGREED by and between Parties and their
counsel:

an Amended

1. Upon signing this Stipulation, ~~The Parties will sign and file a Stipulation in which Refuter withdraws her Motion to Supplement withdrawing the Order to Show Cause filed July 16, 2010 and the Answer and Reply Affidavit in the Court's July 1, 2009, confirmed August 18, 2009 Order Returnable on July 25, 2010 before Surrogate Nora S. Anderson~~ New York County Surrogate's Court.

2. In addition to the stipulated restraints in Exhibit A, Orly and Dalia and *and respondent withdraws her Response* their respective Counsel agree during the pendency of this proceeding, Dalia and/or her Counsel are required to give notice by overnight mail to Petitioner's Counsel of any attempt to vote any TRI shares held by the Orly Trust for any purpose, including, without limitation, in any election of TRI's directors, with such notice being given at least ten (10) days prior to such attempt being made. *Ch*

IN WITNESS WHEREOF, the Parties have signed and acknowledged this

Stipulation on the day and year written above.

Orly Genger

Orly Genger

Dalia Genger

Dalia Genger

By: *Judith E. Siegel-Baum*

Judith E. Siegel-Baum
Cozen O'Connor
Attorneys for Orly Genger
277 Park Avenue
New York, New York 10172
(212) 883-4900

By: *Robert A. Meister*

Robert A. Meister
Pedowitz & Meister LLP
Attorneys for Dalia Genger
1501 Broadway
New York, New York 10036
(212) 403-7330

At the Surrogate's Court held in and for the County
of New York, at the Courthouse, 31 Chambers
Street, New York, New York on the 1 day of
~~June~~ 2009

July

New York County Surrogate's Court

: DATA ENTRY DEPT.

Date: July 1, 2009

PRESENT: HON. Troy K. Webber
Surrogate

In the Matter of the Application of

ORLY GENDER, as a person interested,
for the removal of DALIA GENDER
as Trustee of the Orly Genger 1993 Trust
pursuant to SCPA §711 (11)

File No.: 0017/2008

**ORDER TO SHOW CAUSE
WITH TEMPORARY
RESTRAINTS**

On reading and filing the annexed Verified Petition of Petitioner, ORLY GENDER, and
the exhibits, verified on the 22nd day of June, 2009, and the memorandum of law in support of
Petitioner's Verified Petition dated June 22, 2009,

LET the Respondent, DALIA GENDER, the sole fiduciary of the Orly Genger 1993
Trust, show cause before Surrogate Troy K. Webber at the Surrogate's Court, 31 Chambers
Room 300 in August Sitting at 60 Centre
Street, New York, New York, on the 5 day of ~~June~~ 2009 at 10:00 o'clock in the forenoon of that
day or as soon thereafter as counsel may be heard why an order should not be entered:

(a) Enjoining and restraining Respondent, her agents and all other persons
acting on her behalf from withdrawing, selling disposing, transferring, assigning, removing,
pledging, redeeming, mortgaging, encumbering, liening, hypothecating or secreting the Orly
Trust's 19.43% interest in Trans-Resources, Inc., ("TRI"), a closely held corporation, founded by
Arie Genger, Petitioner's father and Respondent's former husband of Respondent and any other
assets which may be remaining in the Orly Trust;

At the Surrogate's Court held in and for the County
of New York, at the Courthouse, 31 Chambers
Street, New York, New York on the 18 day of
August 2009

PRESENT: HON. Troy K. Webber

Surrogate

In the Matter of the Application of

ORLY GINGER, as a person interested,
for the removal of DALIA GINGER
as Trustee of the Orly Genger 1993 Trust
pursuant to SCPA §711 (11)

File No.: 0017/2008

**SUPPLEMENTAL ORDER TO
SHOW CAUSE WITH
TEMPORARY RESTRAINTS**

On reading and filing the annexed Verified Petition of Petitioner, ORLY GINGER, and
the exhibits, verified on the 22nd day of June, 2009, and the memorandum of law in support of
Petitioner's Verified Petition dated June 22, 2009,

LET the Respondent, DALIA GINGER, the sole fiduciary of the Orly Genger 1993
Trust, show cause before Surrogate Troy K. Webber at the Surrogate's Court, ^{31 Chambers} sitting at 60 Centre
~~Street~~, ⁵⁰⁹ Street, Room 300, New York, New York, on the 8th day of September 2009 at 10:00 o'clock
in the forenoon of that day or as soon thereafter as counsel may be heard why an order should
not be entered:

(a) Enjoining and restraining Respondent, her agents and all other persons
acting on her behalf from withdrawing, selling disposing, transferring, assigning, removing,
pledging, redeeming, mortgaging, encumbering, liening, hypothecating or secreting the Orly
Trust's 19.43% interest in Trans-Resources, Inc., ("TRI"), a closely held corporation, founded by

Arie Genger, Petitioner's father and Respondent's former husband of Respondent and any other assets which may be remaining in the Orly Trust;

(b) Removing Respondent as Trustee of the Orly Trust for breaching her fiduciary duties, wasting and dissipating the assets of the Orly Trust and imprudently managing and injuring the property committed to her charge;

(c) Surcharging Respondent in the amount of the loss of the value of Orly's interest in TPR as determined by the Court and awarding Petitioner costs and attorneys' fees;

(d) Appointing Michael D. Grohman, Esq. as successor trustee;

(e) Waiving any requirement that Petitioner post an undertaking; and

(f) Granting Petitioner such further relief deemed necessary or proper, and/or her counsel

ORDERED that, during the pendency of this proceeding, Respondent, her agents and all other persons acting on her behalf are temporarily restrained from withdrawing, selling, disposing, transferring, assigning, removing, pledging, redeeming, mortgaging, encumbering, such of her and 2) act by Respondent, her agents and all other persons acting on her behalf to assign, mortgage, pledge, redeem, encumber, or otherwise dispose of the Orly Trust's 10.43% interest in TPR and other assets remaining in the Orly Trust and it is further

ORDERED that service of a copy of this Order and the papers upon which it is based

shall be served on David Parnes, in his capacity as Trustee of the Sagi Genger 1993 Trust, by

overnight mail service at his residence, located at 29 Elkachi Street, Tel Aviv, Israel 69497, or

August 21, 2009 and on ~~Bar~~ Pedowitz a Newer, LLP, attorneys any other address at which she can be located, on or before August 21, 2009.

for Dana Genger, as trustee of the Orly Genger 1993 Trust by personal delivery or overnight mail on or before August 21, 2009.

TKV
Surrogate

File No 0017

Year 2008

SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of ORLY GENDER, as a person
interested, for the removal of DALIA GENDER as Trustee of the
ORLY GENDER 1993 Trust Pursuant to SCPA § 711 (11)

AMENDED STIPULATION

COZEN O'CONNOR

Attorneys for Petitioner

Office and Post Office Address, Telephone

**277 Park Avenue
NEW YORK, N.Y. 10172
(212) 883-4900**

Signature (Rule 130-1.1-a)

Service of a copy of the within

is hereby admitted,

Dated,

Attorney(s) for

Please take notice

☐ **Notice of Entry**

that the within is a (*certified*) true copy of a
duly entered in the office of the clerk of the within named court on

☐ **Notice of Settlement**

that an order
settlement to the HON.
of the within named court, at
on at

of which the within is a true copy will be presented for
one of the judges

Dated,

To

Yours, etc.
COZEN O'CONNOR
Attorneys for Petitioner

Office and Post Office Address
**277 Park Avenue
NEW YORK, N.Y. 10172**